

WC 07-15

April 5, 2007

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APR 05 2007

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
Wireline Competition Bureau - CPD - 214 Appls.  
PO Box 358145  
Pittsburgh, PA 15251-5145

RE: Application for Eschelon Telecom, Inc. and Integra Telecom Holdings, Inc. for Section 214  
Authority to Transfer Control of Domestic and International Authorization

Dear Ms Dortch:

On behalf of Eschelon Telecom, Inc. ("ETI") and Integra Telecom Holdings, Inc. ("Integra") (collectively, "Applicants"), enclosed please find an original and six (6) copies of an application for Section 214 authority to transfer control of domestic and international authorizations from ETI to Integra.

Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit this filing as a combined international Section 214 transfer of control application and domestic Section 214 transfer of control application.

Also enclosed please find a completed Fee Remittance Form 159 containing a valid VISA credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, in satisfaction of the filing fee for this application under line 2.b of Section 1.1105 of the Commission's Rules.

Applicants are simultaneously filing the application with the International Bureau through the MyIBFS filing system.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Sincerely,

*Michelle Cohen/sem*

Michelle Cohen

Michelle.Cohen@ThompsonHine.com Phone 202.263.4151 Fax 202.331.8330

jcb 187242.1

<b>In the Matter of</b>	)	
	)	
<b>ESCHELON TELECOM, INC.</b>	)	
	)	<b>File . o. ITC-T/C-2007</b> _____
<b>Transferor,</b>	)	
	)	
<b>INTEGRA TELECOM HOLDINGS, INC.</b>	)	
	)	
<b>Transferee,</b>	)	<b>WC Docket No. 07-</b> _____
	)	
<b>Joint Application for Consent to a Transfer</b>	)	
<b>Pursuant to Section 214 of the Communications</b>	)	
<b>Act of 1934, as Amended</b>	)	
	)	

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), and Sections 63.04 and 63.24 of the Commission’s rules; this Application seeks the consent of the Federal Communications Commission to the proposed transfer of ultimate control of Eschelon Telecom, Inc. (“ETI”) to Integra Telecom Holdings, Inc. (“Integra”). ETI and Integra are non-dominant carriers authorized by the Commission to provide international<sup>3</sup> and domestic telecommunications services. A Domestic

3 ETI and its authorized subsidiaries provide international telecommunications services pursuant to International Section 214 authorization granted by the Commission in File No. ITC-214-19990729-00490 on August 27, 1999. Integra and its authorized subsidiaries provide international telecommunications services pursuant to International Section 214 authorization granted by the Commission in File No. ITC-214-19970820-00500 on October 29, 1997. ETI and Integra are referred to collectively as the “Applicants.”

Supplement, containing the information required by 47 C.F.R. § 63.04, is attached hereto as Exhibit **A**.

Applicants seek streamlined processing of this Joint International and Domestic Application pursuant to Sections **63.03** and 63.12 of the Commission's Rules! This Application is eligible for streamlined processing pursuant to Section **63.03(b)(2)(i)-(ii)** of the Commission's Rules. After the proposed transaction, Integra and its affiliates, combined, will have **less** than 10 percent market share in the interstate, interexchange marketplace and will provide competitive services exclusively in areas served by dominant local carriers that are not parties **to** the transaction, with the following exception: the Applicants are non-dominant in all markets except a few exchanges in Minnesota where Integra's ILEC affiliate, Scott-Rice Telephone *Co.* ("SRTC"), provides service. ETI's subsidiaries do not provide service in SRTC's territory. **Thus, the** Applicants are both non-dominant in all markets except those markets in Minnesota served by SRTC, and in SRTC's territory, the Applicants are a dominant carrier and a non-dominant carrier that provides services exclusively outside **the** geographic area where the dominant carrier is dominant. *See* 47 C.F.R. § **63.03(b)(2)(i)-(ii)**.

This Application also qualifies for streamlined treatment under Section 63.12 because (a) Applicants are not affiliated with a dominant **foreign** carrier, (b) Integra will not become affiliated with any foreign carrier **as** a result of the proposed transaction, and (c) none of **the** other provisions contained in Section 63.12(c) of the Commission's Rules, 47 C.F.R. §63.12, apply.

In support of this Application, Applicants submit the following information:

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<sup>4</sup> 47 C.F.R. §§ 63.03 and 63.12.

**1. APPLICANTS**

**(a) *ESCHELON TELECOM, INC. (FRN #0010289114)***

ETI is a corporation organized under the laws of the state of Delaware. ETI's principal place of business is located at **730 2<sup>nd</sup>** Avenue South, Suite 900, Minneapolis, Minnesota 55402. Eschelon Operating Company ("OPCO") is a Minnesota corporation that functions as a holding company, which in turn is a direct, wholly owned subsidiary of ETI, the ultimate parent corporation. ETI itself is authorized to provide telecommunications services in California, Idaho, New Mexico and New York; however, ETI presently provides no service in New Mexico and only provides service, specifically long distance resale service, to 1 business customer in New **York** and fewer than 10 business customers in Idaho. OPCO has several direct, wholly owned subsidiaries that offer telecommunications services in **various** states.<sup>5</sup> In **these** states, **the** subsidiaries provide resold and facilities-based local, resold long distance, Internet and data services to small and medium sized-businesses. ETI and its subsidiaries **are** headquartered at **the** above address, and provide voice, data, Internet services and business telephone systems to over 60,000 customers, and have approximately 600,000 access lines in service. ETI owns switches in all states where it **offers** local services. ETI and its subsidiaries provide

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<sup>5</sup> Advanced TelCom, Inc. provides telecommunications services in the states of California, Nevada, Oregon and Washington. Oregon Telecom, Inc. provides telecommunications services in Oregon and Washington. Eschelon Telecom of Minnesota, Inc., Eschelon Telecom of Washington, Inc., Eschelon Telecom of Colorado, Inc., Eschelon Telecom of Nevada, Inc., Eschelon Telecom of Arizona, Inc., Eschelon Telecom of Utah, Inc. and Eschelon Telecom of Oregon, Inc. each provide telecommunications services in the state that bears their name. Mountain Telecommunications, Inc. provides telecommunications services in Arizona. OneEighty Communications, Inc. provides telecommunications services in Montana.

On February **27, 2007**, ETI and United Communications, Inc. d/b/a UNICOM ("UNICOM") filed an Application for Streamlined Consent to Transfer of Control of Domestic Authorization from UNICOM to **ETI** pursuant to Section **214** of the Communications Act. *See* WC Docket No. **06-141; Public Notice**, DA07-1195 (rel. March **9, 2007**). UNICOM provides telecommunications services in Oregon and Washington.

local and/or long distance facilities-based service in 20 markets in 11 states. There are no other affiliates of ETI that offer domestic telecommunications services. As permitted by Section 63.21 of the Commission's Rules, 47 C.F.R. § 63.21, ETI's subsidiaries currently provide resold international switched telecommunications services pursuant to the parent company, ETI's, international Section 214 authorization!

**(b) INTEGRA TELECOM HOLDINGS, INC. (FRN #0004257010)**

Integra is a corporation organized under the laws of the state of Oregon, with its principal place of business at 1201 NE Lloyd Blvd, Suite 500, Portland, Oregon 97232. Through several operating subsidiaries, Integra provides local telephone service, long distance and international calling, and high-speed internet access to small and mid-sized businesses. Integra's subsidiaries hold competitive local exchange carrier licenses to operate as facilities-based providers in Idaho (Integra Telecom of Idaho, Inc.), Minnesota (Integra Telecom of Minnesota, Inc.), Nebraska (Integra Telecom of Nebraska, Inc.), New Mexico (Integra Telecom of New Mexico, Inc.), North Dakota (Integra Telecom of North Dakota, Inc.), Oregon (Integra Telecom of Oregon, Inc.), South Dakota (Integra Telecom of South Dakota, Inc.), Utah (Integra Telecom of Utah, Inc.), Washington (Integra Telecom of Washington, Inc.) and Wisconsin (resale only) (Integra Telecom of Wisconsin, Inc.). However, presently Integra does not provide service in Nebraska, New Mexico or South Dakota, and only provides service in Idaho through another Integra subsidiary, Electric Lightwave, LLC ("Electric Lightwave"). Electric Lightwave offers business customers a suite of integrated telecommunications products and services in metropolitan areas in Arizona, Oregon, Washington, Nevada, California, Utah and Idaho. Electric Lightwave offers long distance, data, Internet access and broadband transport

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<sup>6</sup>

See Footnote 3, *supra*.

services on a nationwide basis. Scott-Rice Telephone Co ("SRTC") is an ILEC subsidiary of Integra that operates in Minnesota. Integra Telecom of Oregon, Inc. also provides long distance services in Montana. Integra serves over 60,000 customers across its operating area.

## **II. DESCRIPTION OF THE TRANSACTION**

On March 19, 2007, ETI and Integra signed an Agreement and Plan of Merger ("Agreement") providing for the merger of ETI and ITH Acquisition Corp. ("ITH"), a Delaware corporation and a direct wholly owned subsidiary of Integra. Pursuant to the terms of the Agreement, ITH will be merged into ETI, with ETI to be the surviving corporation of the merger (the "Transaction"). As a result of the merger, the separate corporate existence of ITH will cease and ETI shall continue as the surviving corporation of the merger as a wholly owned subsidiary of Integra. Thus, following the completion of the Transaction, ETI will be wholly owned by Integra. Closing of the Transaction is contingent upon, among other things, receipt of necessary regulatory approvals from the Commission and other governmental and shareholder approvals.

Applicants emphasize that the proposed Transaction will be virtually transparent to customers of ETI. Because of the nature of this merger, the transfer of control will not result in a change of carrier for any ETI customers. Immediately after consummating the transaction, ETI will continue to provide the identical end user telecommunications and other services to the affected customers and will continue to provide these services at the rates and pursuant to the terms and conditions of service these customers currently receive from ETI.<sup>7</sup> The Transaction is not expected to result in any discontinuance of service for the

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<sup>7</sup> Post-closing, Integra intends to utilize the d/b/a "IntegraTelecom" for ETI's operations. If, after a transition period, Integra seeks to transfer ETI's assets to an Integra-controlled entity as part of a corporate

ETI customers. *In sum*, consummation of the Transaction *will* result in no changes in rates or services provided to ETI's customers. Any future changes in the rates, terms and conditions of service will be made consistent with applicable law.

### **III. PUBLIC INTEREST**

Applicants respectfully submit that the Transaction described herein will serve the public interest. The proposed Transaction will provide the Applicants with access to each other's advanced network capabilities, technical and financial strengths and complementary services, which together are expected to strengthen the Applicants' ability to expand their offerings and provide more advanced telecommunications services to a broader customer base. Applicants expect that the proposed acquisition will enable both ETI and Integra to continue to offer innovative products and to further strengthen their competitive positions to the benefit of consumers and the national telecommunications marketplace.

Further, the Transaction will be conducted in a manner that will be virtually transparent to customers of ETI and Integra. **The** transfer of control of ETI will not result in a change of carrier for end user customers *or in a* transfer of authorizations. Following consummation of the proposed transaction, ETI and Integra will continue to provide high-quality communications services to their customers without interruption and without immediate change in rates, terms or conditions.

Given the increasingly competitive nature of the interstate and international telecommunications markets, Applicants are seeking to complete the proposed transaction as soon **as** possible in order to ensure that customers and Applicants can rapidly obtain the benefits of the proposed transaction. Accordingly, Applicants

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reorganization, then Integra will obtain all necessary approvals (including all required Commission approvals) and make all required customer notifications.

*respectfully request that the Commission process, consider and approve this Application as expeditiously as possible.*

For each of the foregoing reasons, grant of the proposed transaction is in the public interest.

IV. **INFORMATION REQUIRED BY SECTION 63.24(e) OF THE RULES**

As required by Section 63.24(e)(2) of the Commission's Rules, Applicants submit the following information:

(a) **Names, addresses and telephone numbers of Applicants:**

***Transferee***

Integra Telecom Holdings, Inc. **FRN: 0004257010**  
1201 NE Lloyd Blvd., Suite 500  
**Portland, OR 97232**  
Telephone: (503) 453-8000

***Transferor***

Eschelon Telecom, Inc. **FRN: 0010289114**  
730 2<sup>nd</sup> Avenue South, Suite 900  
Minneapolis, MN 55402  
Telephone: (612) 376-4400

(b) **The Government, State, or Territory under the laws of which each of the Applicants is organized:**

**Applicant**

**State of Organization**

Integra Telecom Holdings, Inc.	Oregon
Eschelon Telecom, Inc.	Delaware

(c) **Correspondence concerning this Application should be addressed to:**

**For Integra:**

Jay Nusbaum  
Government Affairs Attorney  
Integra Telecom Holdings, Inc.  
1201 NE Lloyd Blvd., Suite 500  
**Portland, OR 97232**



Tele: (503) 453-8054  
Fax: (503) 453-8221  
Email: [jav.nusbaum@inteeratelecom.com](mailto:jav.nusbaum@inteeratelecom.com)

With a copy to:

Michelle W. Cohen, Esq.  
Thompson Hine LLP  
1920N Street, NW  
Washington, DC 20036  
Tele: (202) 263-4151  
Fax: (202) 331-8330  
Email: [michelle.cohen@thompsonhine.com](mailto:michelle.cohen@thompsonhine.com)

**For ETI:**

J. Jeffery Oxley  
Eschelon Telecom, Inc.  
730 2<sup>nd</sup> Avenue South, Suite 900  
Minneapolis, MN 55402  
Telephone: (612) 436-6692  
Fax: (612) 436-6792  
Email: [jjoxley@eschelon.com](mailto:jjoxley@eschelon.com)

With a copy to:

Michelle W. Cohen  
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1920N Street, NW  
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Telephone: (202) 263-4151  
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Email: [michelle.cohen@thompsonhine.com](mailto:michelle.cohen@thompsonhine.com)

**(d)** Statement as to previous Section 214 authorization:

Integra Telecom Holdings, Inc. holds international Section 214 authority to provide global resale and facilities-based services pursuant to FCC File No. ITC-214-19970820-00500. Integra's operating subsidiaries operate under the international Section 214 authority pursuant to 47 C.F.R. § 63.21(h). The operating subsidiaries each hold blanket domestic interstate Section 214 authority.

ETI, then known as Advanced Telecommunications, Inc., received its international authorization to provide resale telecommunications services on August 27, 1999 in ITC-214-19990729-00490. On May 2, 2000, the Commission ~~was~~ advised by letter of a change in name ~~from~~

Advanced Telecommunications, Inc. to Eschelon Telecom, Inc. ETI's subsidiaries provide interstate and international service pursuant to their parent's Section 214 authorization, and ETI's subsidiaries each hold blanket domestic interstate Section 214 authority.

- (e) Not applicable.
- (f) Not applicable.
- (g) Not applicable.
- (h) The following persons or entities hold a **10%** or greater direct ownership interest in Integra and ETI:

**Integra:**

Integra Telecom Holdings, Inc. is a wholly-owned subsidiary of Integra Telecom, Inc., an Oregon corporation. Integra Telecom, Inc. is the ultimate holding company for the "Integra Telecom" operating subsidiaries.

The following entities own a 10% or greater direct interest in Integra Telecom, **Inc.:**

Name:	Boston Ventures Limited Partnership V
Address:	125 High Street, 17th Floor Boston, MA 02110
Ownership:	35.3%
Citizenship:	U.S.
Principal Business:	Investments
Name:	Nautic Partners LLC (and affiliated entities)
Address:	50 Kennedy Plaza, 12 <sup>th</sup> Floor Providence, RI 02903
Ownership:	23.3%
Citizenship:	U.S.
Principal Business:	Investments
Name:	Banc of America Capital Investors, LP
Address:	901 Main St., 66 <sup>th</sup> Floor Dallas, TX 75202
Ownership:	18.6%

Citizenship: U.S.  
Principal Business: Investments

The following entities have a 10 percent or greater ownership in **Boston Ventures Limited Partnership V**:

Name: New York State Common Retirement Fund  
Address: Office of State Comptroller  
A.E. Smith Building, 6th Floor  
Albany, ~~NY~~ 12236  
Ownership: 11.1%  
Citizenship: New York  
Principal business: Pension fund

Name: BV V Group Trust ("Group Trust")  
Address: c/o Mellon Bank  
135 Santilli Highway  
AIM 026-0026: E. Tobin  
Everett, MA 02149  
Ownership: 12.5% of Boston Ventures Limited Partnership V  
Citizenship: Massachusetts  
Principal Business: Investments

The Group Trust is owned greater ~~than~~ **50%** by:

Name: California Teacher's Retirement System  
Address: 7667 Folsom Boulevard  
Sacramento, CA 95826  
Citizenship: California  
Principal Business: Pension Fund

Nautic Partners, **LLC** (through managed entities) holds a combined approximately 23.3% interest in Integra Telecom, Inc.

The entities holding **these** ownership interests and their percentage ownership are:

Chisolm Partners III, L.P.	4.7
Fleet Equity Partners VI, L.P.	0.5
Fleet Equity Partners VII, L.P.	5.0
Fleet Growth Resources III, Inc.	11.6
Fleet Venture Resources, Inc.	1.3
Kennedy Plaza Partners	0.2

23.3%

Information regarding **these** entities is as follows:

Chisholm Partners III, L.P.

Address: 50 Kennedy Plaza  
Providence, RI 02903  
Citizenship: Delaware  
Principal Business: Investment in and management of securities

Fleet Equity Partners VI, L.P.

Address: 50 Kennedy Plaza  
Providence, RI 02903  
Citizenship: Delaware  
Principal Business: Conducting the business of a Small Business Investment Company ("SBIC") pursuant to and in accordance with **the** Small Business Investment Act of 1958.

Fleet Equity Partners VII, L.P.

Address: 50 Kennedy Plaza  
Providence, RI 02903  
Citizenship: Delaware  
Principal Business: Investment in and management of private equity securities

Fleet Growth Resources III, Inc.

Address: 50 Kennedy Plaza  
Providence, RI 02903  
Citizenship: Rhode Island  
Principal Business: Investment in and management of private equity securities

Fleet Venture Resources, Inc.

Address: 50 Kennedy Plaza  
Providence, RI 02903  
Citizenship: Rhode Island  
Principal Business: Conducting the business of a SBIC pursuant to and in accordance with the Small Business Investment Act of 1958.

Kennedy Plaza Partners

Address: 50 Kennedy Plaza  
Providence, RI 02903

Citizenship  
**Principal Business:**

Rhode Island  
Venture **capital investments and the**  
management of such investments.

Further ownership information for **the** entities controlled by Nautic Partners, LLC:

Fleet Growth Resources III, Inc. is a subsidiary of the Bank of America Corporation (information on Bank of America follows).

Fleet Growth Resources III, Inc., along with Fleet Venture Resources, Inc., is managed by Silverado III, Corp. Silverado III, Corp. is a corporation owned by the managing directors of Nautic Partners, LLC: Robert Van Degna, Habib Gorgi, Michael Gorman, and Riordon Smith. Information on these managing directors is as follows:

Robert Van Deena

Address: 7850 East El Sendero #7  
Scottsdale, AZ 85262  
Citizenship: U.S.  
Principal Business: Managing Director Nautic Partners, LLC

Habib Y. Gorai

Address: 151 Grotto Avenue  
Providence, RI 02906  
Citizenship: U.S.  
Principal Business: Managing Director Nautic Partners, LLC

Michael A Gorman

Address: 13 Wildlife Drive  
Hopkington, MA 01748  
Citizenship: U.S.  
Principal Business: Retired

Riordon B. Smith

Address: 60 Bow Street  
East Greenwich, RI 02818  
Citizenship: U.S.  
Principal Business: Managing Director Nautic Partners, LLC

**Fleet** Equity Partners VI, L.P. and Fleet Equity Partners VII, L.P. **are** limited partners each with two general partners. **They** have contractually ceded management authority to Silverado IV, Corp. and Silverado V, Corp. respectively (collectively,

"Silverado"). Silverado are corporations owned by the managing *directors* of *Nautic Partners, LLC*: *Robert Van Degna*, *Habib Gorgi*, *Michael Gorman*, and *Riordon Smith*. Information on these individuals is provided above.

Chisholm Partners III, L.P., is managed by Silverado III, L.P., its general partner. The general partner of Silverado III, L.P. is Silverado III Corp. Silverado III Corp is a corporation owned by the managing directors of Nautic Partners, LLC: Robert Van Degna, Habib Gorgi, Michael Gorman, and Riordon Smith. Information on **these** individuals is provided above.

Kennedy Plaza Partners is a Rhode Island partnership. It is an investment vehicle for officer level staff of Nautic Partners.

**The** following entities have a 10 percent or greater ownership interest in Banc of America Capital Investors, LP:

Name:	BA Equity Investors, Inc.
Address:	100N. Tryon St., 25th Floor Charlotte, NC 28255
Ownership:	99.5% Limited Partnership interest (a 0.5% General Partner interest is held by Banc of America Capital Management, L.P., information follows).
Citizenship:	Delaware
Principal business:	Investments
Name:	Banc of America Capital Management, L.P.
Address:	901 Main St. 64th Floor Dallas, TX 75206
Ownership:	0.5% General Partner interest (a 99.5% limited partnership interest is held by BA Equity Investors, Inc. as described above)
Citizenship:	Delaware
Principal business:	Investments

BA **Equity** Investors, Inc. is 100% owned by:

Name:	Banc of America Corporation
Address:	100 North Tryon Street Charlotte, NC 28255
Citizenship:	Delaware
Principal business:	Banking & Financial Services

No single individual or entity owns more than 10% in Banc of America Corporation.

The following entities have a 10% or greater ownership in Banc of America Capital Management, L.P.:

Name: J. Travis Hain  
Address: 100N. Tryon St., 25th Floor  
Charlotte, NC 28255  
Ownership: 13.3% Limited Partnership interest (Mr. Hain is the managing member of BACM I GP, LLC, information follows).  
Citizenship: U.S.  
Principal business: Private Equity Investing

Name: W.W. Walker, Jr.  
Address: 100 N. Tryon St., 25th Floor  
Charlotte, NC 28255  
Ownership: 14.3% Limited Partnership interest  
Citizenship: U.S.  
Principal business: Retired Individual

Name: Ann H. Browning  
Address: 100 N. Tryon St., 25th Floor  
Charlotte, NC 28255  
Ownership: 13.3% Limited Partnership interest  
Citizenship: U.S.  
Principal business: Private Equity Investing

Name: George E. Morgan, III  
Address: 100 N. Tryon St. - 25th Floor  
Charlotte, NC 28255  
Ownership: 13.3% Limited Partnership interest  
Citizenship: U.S.  
Principal business: Private Equity Investing

Name: Walker L. Poole  
Address: 100 N. Tryon St., 25th Floor  
Charlotte, NC 28255  
Ownership: 13.3% Limited Partnership interest  
Citizenship: U.S.  
Principal business: Private Equity Investing

Name: Robert H. Sheridan, III  
Address: 100 N. Tryon St., 25th Floor  
Charlotte, NC 28255  
Ownership: 13.3% Limited Partnership interest  
Citizenship: U.S.  
Principal business: Private Equity Investing

**Name:** BACM I GP, LLC  
**Address:** 100 N. Tryon St., 25th Floor  
 Charlotte, NC 28255  
**Ownership:** 1% General Partnership interest (limited  
 partnership interest of 10% or more  
 described above)  
**Citizenship:** U.S.  
**Principal business:** Private Equity Investing

No other entity holds a 10% or greater direct or indirect interest in Integra.  
 Integra does not have any interlocking directorates with a foreign carrier.

**ETI:**

ETI is a Delaware corporation with its principal offices located at 720 2<sup>nd</sup> Avenue South, Suite 900, Minneapolis, Minnesota 55402. ETI and its subsidiaries currently provide local and/or long distance telecommunications services in the states of Arizona, California, Colorado, Idaho, Minnesota, Nevada, New York, Oregon, Utah and Washington. None of ETI's officers or directors sits on the boards of any foreign telecommunications carriers.

Currently, the following entities own a ten percent *or* greater direct *or* indirect interest in ETI:

- (1)
 

**Name:** Wind Point Partners IV, L.P. ("Wind Point Partners")  
**Address:** One Towne Square, Suite 780  
 Southfield, MI 48076  
**Citizenship:** US - Delaware LP  
**Principal business:** Investments  
**Percent of ownership:** 15.7%

Wind Point Partners IV, L.P., does not have an ownership interest in any telecommunications company other than **ETI**. The Wind Point Partners investment in **ETI** is through three separate funds and multiple limited partners, none of whom hold a ten percent or greater ownership interest in **ETI** under the Commission's ownership attribution rules. The general partner of Wind Point Partners **is:**

**Name:** Wind Point Investors IV, L.P. ("Wind Point Investors")  
**Address:** One Towne Square, Suite 780  
 Southfield, MI 48076  
**Citizenship:** US - Delaware LP  
**Principal business:** Investments



No limited partner of Wind Point Investors holds a ten percent or greater ownership interest in ETI under the Commission's ownership attribution rules. The general partner of Wind Point Investors is:

**Name:** Wind Point Advisors, LLC ("Wind Point Advisors")  
**Address:** One Towne Square, Suite 780  
Southfield, MI 48076  
**Citizenship:** US -Delaware LLC  
**Principal business:** Investments

There is no managing member of Wind Point Advisors and no member of Wind Point Advisors has a ten percent or greater ownership interest in ETI under the Commission's ownership attribution rules.

- (2) **Name:** Bain Capital Fund VI, L.P. ("Fund VI")  
**Address:** 111 Huntington Avenue  
Boston, MA 02199  
**Citizenship:** US -Delaware LP  
**Principal business:** Investments  
**Percent of ownership:** 15.4%

The general partner of Fund VI is:

**Name:** Bain Capital Partners VI, L.P. ("Bain Partners")  
**Address:** 111 Huntington Avenue  
Boston, MA 02199  
**Citizenship:** US -Delaware LP  
**Principal business:** Investments

No limited partner of Bain Partners holds a ten percent or greater ownership interest in ETI under the Commission's ownership attribution rules. The general partner of Bain Partners is:

**Name:** Bain Capital Investors, LLC ("Bain Investors")  
**Address:** 111 Huntington Avenue  
Boston, MA 02199  
**Citizenship:** US -Delaware LLC  
**Principal business:** Investments

Bain Investors has no economic interest in Bain Partners. There is no managing member of Bain Investors and no member of Bain Investors has a ten percent or greater ownership interest in ETI under the Commission's ownership attribution rules. Bain Investors is also the managing general partner of five other Bain Capital entities whose collective interest in ETI totals 4.0%. These entities have multiple limited partners, none of whom own a 10% or greater ownership interest in ETI.

No other entity will hold a 10% or greater direct or indirect interest in ETI. There will be **no interlocking directorates with any foreign carrier.**

- (i) Certification that Applicants are not a foreign carrier and are not affiliated with a foreign carrier:

As evidenced by the signatures to this Application, Applicants certify that none of Applicants is a foreign carrier or affiliated with a foreign carrier.

- (j) Certification that Applicants do not intend to provide international telecommunications services to a destination country for which any of Sections **63.18(j)(1)-(4)** of the Commission's Rules, 47 C.F.R. § **63.18(j)(1)-(4)** is true.

As evidenced by the signatures to this Application, Applicants certify that they do not intend to provide international telecommunications services to a destination country for which any of Sections **63.18(j)(1)-(4)** of the Commission's Rules, 47 C.F.R. § **63.18(j)(1)-(4)** is true.

- (k) Not applicable (see response to item (j)).

- (l) Not applicable (see response to item (j)).

- (m) Not applicable. Applicants qualify for a presumption of non-dominance under Section 63.10(a) (1) as they are not foreign carriers, nor are they affiliated with foreign carriers. Following the transaction, Integra and ETI will continue to be presumptively classified as non-dominant carriers.

- (n) Certification that Applicants have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future:

As evidenced by the signatures to this Application, Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

See Exhibit B.

- (o) Certifications by Parties that no party to this Application is subject to a denial of Federal benefits pursuant to Section **5301** of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § **853(a)**:

As evidenced by the signatures to this Application, Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules

(implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301), that they **are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Act of 1988.**

**(p) Streamlined Processing.**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers **and** none of *the* scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

**V. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, **and** necessity **would** be furthered by a grant of this Application.

Respectfully submitted,

By: Michelle W. Cohen Esq.  
Michelle W. Cohen. Esq.  
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April 4, 2007

**EXHIBIT A**

**DOMESTIC SUPPLEMENT TO  
JOINT INTERNATIONAL AND DOMESTIC APPLICATION FOR CONSENT  
TO TRANSFER CONTROL**

- I. Pursuant to 47 C.F.R. § 63.04(b), the following information required by 47 C.F.R. 63.04(a)(6)-(a)(12) is supplied in connection with the attached Joint International and Domestic Application for Consent to Transfer Control.

**(6) Description of the transaction:**

On March 19, 2007, ETI and Integra signed an Agreement and Plan of Merger ("Agreement") providing for the merger of ETI and ITH Acquisition Corp. ("ITH"), a Delaware corporation and a direct wholly owned subsidiary of Integra. Pursuant to the terms of the Agreement, ITH will be merged into ETI, with ETI to be the surviving corporation of the merger (the "Transaction"). As a result of the merger, the separate corporate existence of ITH will cease and ETI shall continue as the surviving corporation of the merger as a wholly owned subsidiary of Integra. Thus, following the completion of the Transaction, ETI will be wholly owned by Integra. Closing of the Transaction is contingent upon, among *other* things, receipt of necessary regulatory approvals from the Commission and other governmental and shareholder approvals.

Applicants emphasize that the proposed Transaction will be virtually transparent to customers of ETI. Because of the nature of this merger, the transfer of control will not result in a change of carrier for any ETI customers. Immediately after consummating the transaction, ETI will continue to provide the identical end user telecommunications and other services to the affected customers and will continue to provide these services at the rates and pursuant to the *terms* and

conditions of service these customers currently receive from ETT. The Transaction is not expected to result in any discontinuance of service for the ETT customers. In sum, consummation of the Transaction will result in no changes in rates or services provided to ETT's customers. Any future changes in the rates, terms and conditions of service will be made consistent with applicable law. T

(7) A description of the geographic areas in which the transferor and transferees offer domestic telecommunications services, and what services are provided in each area:

Integra and its subsidiaries provide local telephone service, long distance and international calling, and high-speed Internet access to small and mid-sized businesses in Arizona, California, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah, Washington and Wisconsin (resale only). ETT provides local and/or long-distance voice, data, internet services and business telephone systems in Minnesota, California, Colorado, Arizona, Montana, Utah, Nevada, Washington and Oregon, Idaho and New York.

(8) A statement as to how the Application fits into one or more of the presumptive streamlined categories in Section 63.03 or why it is otherwise appropriate for streamlined treatment:

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i)-(ii) of the Commission's Rules. After the proposed transaction, Integra and its affiliates, combined, will have less than 10 percent market share in the interstate, interexchange marketplace and will provide competitive services exclusively in areas served by dominant local carriers that are not parties to the

<sup>8</sup> Post-closing, Integra intends to utilize the d/b/a "Integra Telecom" for ETT's operations. If, after a transition period, Integra seeks to transfer ETT's assets to an Integra-controlled entity as part of a corporate reorganization, then Integra will obtain all necessary approvals (including all required Commission approvals) and make all required customer notifications.

transaction, with the following exception: the Applicants are non-dominant in all markets except a few exchanges in Minnesota where Integra's ILEC affiliate, Scott-Rice Telephone Company ("SRTC"), provides service. ETI's subsidiaries do not provide service in SRTC's territory. Thus, the Applicants are both non-dominant in all markets except those markets in Minnesota served by SRTC, and in SRTC's territory, the Applicants are a dominant carrier and a non-dominant carrier that provides services exclusively outside the geographic area where the dominant carrier is dominant. See 47 C.F.R. § 63.03(b)(2)(i)-(ii).

- (9) Identification of all other Commission applications related to the same transaction:

The attached Application for consent to the transfer of control related to the provision of international telecommunications services is being submitted herewith.

- (10) A statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

Applicants do not seek special consideration in this Application.

- (11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

Applicants do not seek any waivers in conjunction with the transactions discussed in this Application.

- (12) A statement showing how grant of the Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

Applicants respectfully submit that the Transaction described herein will serve the public interest. The proposed Transaction will provide the Applicants with access to each other's advanced network capabilities, technical and financial

strengths and complementary services, which together are expected to strengthen the Applicants' ability to expand their offerings and provide more advanced telecommunications services to a broader customer base. Applicants expect that the proposed acquisition will enable both ETI and Integra to continue to offer innovative products and to further strengthen their competitive positions to the benefit of consumers and the national telecommunications marketplace.

Further, **the** Transaction will be conducted in **a** manner that will be virtually transparent to customers of ETI and Integra. The transfer of control of ETI **will** not result in a change of carrier for end user customers or in a transfer of authorizations. Following consummation of **the** proposed transaction, ETI and Integra will continue to provide high-quality communications services to their customers without interruption and without immediate change in rates, terms or conditions.

Given the increasingly competitive nature of the interstate and international telecommunications markets, Applicants are seeking to complete the proposed transaction as soon as possible in order to ensure that customers and Applicants can rapidly obtain the benefits of **the** proposed transaction. Accordingly, Applicants respectfully request that **the** Commission process, consider and approve this Application as expeditiously **as** possible.

## CERTIFICATION

I, Matthew Fahey, Senior Vice President of Finance of Integra Telecom Holdings, Inc. ("Integra"), hereby certify that the information in ~~this~~ attached application ~~as~~ it pertains to Integra is true and accurate to ~~the~~ best of my knowledge and that Integra is not subject to a denial of Federal benefits pursuant to Section **5301** of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), ~~as~~ amended.

A handwritten signature in black ink, appearing to read "Matt Fahey", written over a horizontal line.

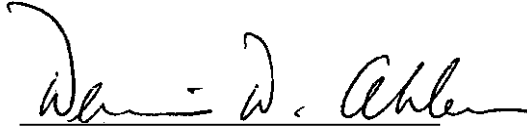
Matthew Fahey  
Senior Vice President of Finance  
Integra Telecom Holdings, Inc.

Date: April 1, 2007



## CERTIFICATION

I, **Dennis D. Ahlers**, Assistant Secretary of Eschelon Telecom, Inc. ("ETI"),  
**hereby** certify that **the** information in this attached application as it pertains to ETI is true  
and accurate to **the** best of my knowledge and that ETI **is** not subject to a denial of  
Federal benefits pursuant to Section 5301 **of the** Anti-Drug Abuse Act **of** 1988, 21 U.S.C.  
§ 853(a), **as** amended.

A handwritten signature in black ink, appearing to read "Dennis D. Ahlers", written over a horizontal line.

Dennis D. Ahlers  
Assistant Secretary  
Eschelon Telecom, **Inc.**

Date: April 4, 2007

# RETURN COPY

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

## FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE

Approved by OMB  
3060-0589  
Page 1 of 1

(1) LOCK BOX # <b>358115</b> <b>358145</b>		SECTION B - ADDITIONAL INFORMATION	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Inteara Telecom Holdings, Inc.</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$965.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>1201 NE Lloyd Blvd</b>			
(5) STREET ADDRESS LINE NO. 2 <b>Suite 500</b>			
(6) CITY <b>Portland</b>		(7) STATE <b>OR</b>	(8) ZIP CODE <b>97232</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>503-4538119</b>		(10) COUNTRY CODE (if not in U.S.A.) <b>US</b>	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0004257010</b>		SECTION C - ADDITIONAL INFORMATION	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME <b>Eschelon Telecom, Inc.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>730 2nd Ave South Suite 900</b>			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>Minneapolis</b>		(17) STATE <b>MN</b>	(18) ZIP CODE <b>55402</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>612-436-1632</b>		(20) COUNTRY CODE (if not in U.S.A.) <b>US</b>	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0010289114</b>		SECTION D - ADDITIONAL INFORMATION	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$965.00</b>	(27A) TOTAL FEE <b>\$965.00</b>		SECTION E - ADDITIONAL INFORMATION
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		SECTION F - ADDITIONAL INFORMATION
(28B) FCC CODE 1		(29B) FCC CODE 2	
<b>SECTION D - CERTIFICATION</b>			
<b>CERTIFICATION STATEMENT</b> I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE _____		DATE _____	
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

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FCC FORM 159

FEBRUARY 2003 (REVISED)